

RECORDATION NO. 26937-C FILED

AUG 01 '11 -1 55 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

August 1, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of July 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement for Schedule No. 2 previously filed with the Board under Recordation Number 26937-A.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Leasing Company LLC
One Centerpointe Drive
Suite 200
Lake Oswego, Oregon 97035

Assignee: Midwest Railcar Corporation
4949 Autumn Oaks Drive, Suite B.
Maryville, Illinois 620620

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A description of the railroad equipment covered by the enclosed document is:

97 wood chip gondola railcars within the series GBRX 34400 - GBRX 34580 as more particularly set forth in the equipment schedule attached to the document, and GBRX 34958.

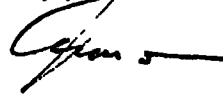
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bhs
Enclosures

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MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE (this "Memorandum") dated as of July 29, 2011 is between GREENBRIER LEASING COMPANY LLC (the "Assignor") and MIDWEST RAILCAR CORPORATION (the "Assignee")

The parties to this Memorandum hereby acknowledge and confirm the following.

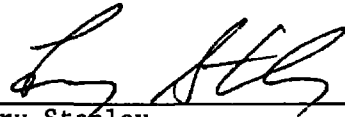
A The Assignor, as lessor, has leased to Longview Fibre Paper and Packaging, Inc., as lessee (the "Lessee"), ninety-seven (97) railcars identified on Schedule 1 attached hereto (the "Railcars") under that certain Schedule No 2 dated October 1, 2006, to that certain Lease Agreement dated May 1, 2006, each by and between Assignor, as lessor, and Lessee, as lessee (collectively, the "Lease")

B The Assignor, as assignor, and the Assignee, as assignee, are parties to that certain Assignment of Lessor's Interest in Lease, dated as of even date herewith, pursuant to which the Assignor has assigned to the Assignee the rights of "Lessor" under the Lease. The terms of the assignment are more particularly set forth in the above-referenced Assignment of Lessor's Interest in the Lease.

C The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written

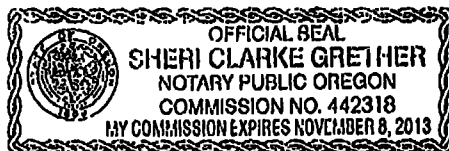
GREENBRIER LEASING COMPANY LLC,
as Assignor


By. 
Larry Stanley
Senior Vice President

STATE OF OREGON)
) SS.
COUNTY OF CLACKAMAS)

On this 29th day of July, 2011, before me, a Notary Public of the County and State aforesaid, personally appeared Larry Stanley, to me personally known, who being by me duly sworn, says that he is a Sr. Vice Pres. of Greenbrier Leasing Company LLC, an Oregon limited liability company, that the foregoing instrument was signed on behalf of said entity with due authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

AS WITNESS my hand and notarial seal




Notary Public
My commission expires. November 8, 2013

MIDWEST RAILCAR CORPORATION
("Assignee")

[Notarial Seal]

Schedule 1
to Memorandum of Assignment of Railcar Lease

DESCRIPTION OF RAILCARS

Ninety-seven (97) 6,810 cubic foot woodchip gondola railcars originally built in 1971 and 1972, each with double-ended doors, bearing marks and numbers as follows

Mark	Number	Mark	Number	Mark	Number	Mark	Number
GBRX	34400	GBRX	34431	GBRX	34459	GBRX	34561
GBRX	34402	GBRX	34432	GBRX	34460	GBRX	34562
GBRX	34404	GBRX	34433	GBRX	34461	GBRX	34563
GBRX	34405	GBRX	34434	GBRX	34462	GBRX	34564
GBRX	34406	GBRX	34435	GBRX	34463	GBRX	34566
GBRX	34407	GBRX	34436	GBRX	34464	GBRX	34567
GBRX	34408	GBRX	34437	GBRX	34465	GBRX	34568
GBRX	34409	GBRX	34438	GBRX	34466	GBRX	34569
GBRX	34410	GBRX	34439	GBRX	34467	GBRX	34570
GBRX	34411	GBRX	34440	GBRX	34468	GBRX	34571
GBRX	34412	GBRX	34441	GBRX	34469	GBRX	34572
GBRX	34413	GBRX	34443	GBRX	34470	GBRX	34573
GBRX	34414	GBRX	34444	GBRX	34471	GBRX	34574
GBRX	34415	GBRX	34445	GBRX	34472	GBRX	34575
GBRX	34416	GBRX	34446	GBRX	34473	GBRX	34576
GBRX	34418	GBRX	34447	GBRX	34549	GBRX	34578
GBRX	34419	GBRX	34448	GBRX	34550	GBRX	34579
GBRX	34420	GBRX	34449	GBRX	34551	GBRX	34580
GBRX	34421	GBRX	34450	GBRX	34552	GBRX	34958
GBRX	34423	GBRX	34451	GBRX	34553		
GBRX	34425	GBRX	34452	GBRX	34554		
GBRX	34426	GBRX	34453	GBRX	34555		
GBRX	34427	GBRX	34454	GBRX	34556		
GBRX	34428	GBRX	34455	GBRX	34558		
GBRX	34429	GBRX	34457	GBRX	34559		
GBRX	34430	GBRX	34458	GBRX	34560		

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated

8-1-11



Robert W Alvord